

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF OKLAHOMA

Case number (if known) Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Nichols Brothers, Inc.</u>	
<hr/>		
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and <i>doing business as</i> names</small>		
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	<u>73-1398995</u>	
<hr/>		
4. Debtor's address	Principal place of business <u>823 S. Detroit Ave, Suite 300</u> Tulsa, OK 74120 <small>Number, Street, City, State & ZIP Code</small> <u>Tulsa</u> <small>County</small>	Mailing address, if different from principal place of business <u>P.O. Box 4470</u> Tulsa, OK 74159 <small>P.O. Box, Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business <hr/> <small>Number, Street, City, State & ZIP Code</small>
<hr/>		
5. Debtor's website (URL)	<u></u>	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: <u></u>	
<hr/>		

Debtor **Nichols Brothers, Inc.**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2111**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Nichols Brothers, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

☐ Funds will be available for distribution to unsecured creditors.☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Nichols Brothers, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 1, 2018**
MM / DD / YYYY**X /s/ Richard Nichols**

Signature of authorized representative of debtor

Richard Nichols

Printed name

Title **President****18. Signature of attorney****X /s/ Gary M. McDonald**

Signature of attorney for debtor

Date **June 1, 2018**

MM / DD / YYYY

Gary M. McDonald 5960

Printed name

McDonald | McCann | Metcalf

Firm name

**15 E. Fifth Street, Suite 1400
Tulsa, OK 74103**

Number, Street, City, State & ZIP Code

Contact phone **918.430.3700**Email address **gmcdonald@mmmsk.com****5960**

Bar number and State

Debtor **Nichols Brothers, Inc.**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF OKLAHOMA

Case number (if known) Chapter **11**☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION**
Pending Bankruptcy Cases Attachment

Debtor	Cano Petro of New Mexico, Inc.	Relationship to you	Same/Similar Ownership
District	Northern District of Oklahoma	When	Case number, if known
Debtor	Ladder Companies, Inc.	Relationship to you	Same/Similar Ownership
District	Northern District of Oklahoma	When	Case number, if known
Debtor	NBI Properties, Inc.	Relationship to you	Same/Similar Ownership
District	Northern District of Oklahoma	When	Case number, if known
Debtor	NBI Services, Inc.	Relationship to you	Same/Similar Ownership
District	Northern District of Oklahoma	When	Case number, if known
Debtor	Red Water Resources, Inc.	Relationship to you	Same/Similar Ownership
District	Northern District of Oklahoma	When	Case number, if known
Debtor	WO Operating Company, LTD	Relationship to you	Same/Similar Ownership
District	Northern District of Oklahoma	When	Case number, if known

Fill in this information to identify the case:Debtor name Nichols Brothers, Inc.United States Bankruptcy Court for the: NORTHERN DISTRICT OF OKLAHOMA

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Official Creditor List/Matrix

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 1, 2018**X /s/ Richard Nichols**

Signature of individual signing on behalf of debtor

Richard Nichols

Printed name

President

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Nichols Brothers, Inc.**
 United States Bankruptcy Court for the: **NORTHERN DISTRICT OF OKLAHOMA**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
ABRAHAM TIM c/o R. BRENT BLACKSTOCK 401 S. Boston Ave Fifth Floor TULSA, OK 74103	Brent Blackstock 918-607-1233	Lawsuit				\$26,000.00
AFCO DEPT 0809 PO BOX 120809 DALLAS, TX 75312-0809	Thesha Anson 800-288-6901	Insurance Financing				\$39,310.00
CROWE & DUNLEVY 321 S. BOSTON, SUITE 500 TULSA, OK 74103-3313	Jill Hairston 918-592-9833	Legal Services				\$50,610.00
DISPUTE RESOLUTION CONSULTANTS 1602 S MAIN TULSA, OK 74119	Joe Paulk 918-382-0300	Materials and Services				\$1,226.00
E.B. ARCHBALD & ASSOC. INC. 205 NW 63RD STREET OKLAHOMA CITY, OK 73116	Brenda Williams 405-840-4411	Materials and Services				\$31,110.00
FITZGERALD ALEXANDER 2141 NORLOCK LAND DALLAS, TX 75201	Clifford Fitzgerald 918-388-4734	Miscellaneous				\$18,318.00

Debtor **Nichols Brothers, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
FITZGERALD CLIFFORD & JUANITA 7400 AVERDEEN PARKWAY W TULSA, OK 74132	Clifford Fitzgerald 918-388-4734	Miscellaneous				\$62,080.00
FITZGERALD ED 29414 E. 160TH ST. S COWETA, OK 74429	Clifford Fitzgerald 918-388-4734	Miscellaneous				\$30,986.00
FITZGERALD, RACHEL 2141 NORLOCK LAND DALLAS, TX 75201	Clifford Fitzgerald 918-388-4734	Miscellaneous				\$18,318.00
GABLE GOTWALS COUNSEL 1100ONEOK PLAZA, 100 WEST TULSA, OK 74103-4217	Barbara Moschovidis 918-595-4800	Legal Services				\$18,440.00
HARRY DANDELLES 2112 E. 60TH STREET TULSA, OK 74105	Harry Dandelles 918-633-9567	Pension				\$50,000.00
HOGAN TAYLOR LLP PO BOX 1481 LOWELL, AR 72745	Will Gilliam 918-745-2333	Materials and Services				\$56,520.00
LATHROP & GAGE LLP 2345 GRAND BOULEVARD KANSAS CITY, MI 64108-2618	Dianna Smith 816-292-2000	Legal Services				\$56,615.00
MARTIN ALAN c/o Jason Glass 401 S. Boston Ave, Suite 2300 TULSA, OK 74103	Jason Glass 918-938-7944	Miscellaneous				\$700,000.00
MIDFIRST BANK, TRUSTEE OF TH 3847 S BOULEVARD SUITE 100 EDMOND, OK 73013	Mark Houts 405-971-4029	Lawsuit				\$35,000.00
OKLAHOMA STATE UNIVERSITY 215 BUSINESS BUILDING STILLWATER, OK 74078-4014	Annette Morey 918-594-8291	Materials and Services				\$3,780.00

Debtor **Nichols Brothers, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
POPE TERESA 10931 S. 86TH AVE. TULSA, OK 74133	Clifford Fitzgerald 918-388-4734	Miscellaneous				\$30,986.00
TULSA DATA CENTER LLC 2448 E. 81ST ST. SUITE 280 TULSA, OK 74137	Chris Adams 918-237-4400	Materials and Services				\$8,778.00
VEREBELYI JOE c/o John Anderson 4444 East 66th Street, Suite 102 TULSA, OK 74136-4205	John Anderson 918-747-0060	Miscellaneous				\$243,800.00
ZURICH NORTH AMERICA 8734 PAYSPHERE CIRCLE CHICAGO, IL 60674	800-693-9466	Insurance				\$953.00

Fill in this information to identify the case:Debtor name Nichols Brothers, Inc.United States Bankruptcy Court for the: NORTHERN DISTRICT OF OKLAHOMA

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property:	
Copy line 88 from <i>Schedule A/B</i>	\$ <u>0.00</u>
1b. Total personal property:	
Copy line 91A from <i>Schedule A/B</i>	\$ <u>10,388.00</u>
1c. Total of all property:	
Copy line 92 from <i>Schedule A/B</i>	\$ <u>10,388.00</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)	
Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>29,987,695.09</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims:	
Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ <u>50,000.00</u>
3b. Total amount of claims of nonpriority amount of unsecured claims:	
Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ <u>2,833,939.36</u>
4. Total liabilities	
Lines 2 + 3a + 3b	\$ <u>32,871,634.45</u>

Fill in this information to identify the case:Debtor name Nichols Brothers, Inc.United States Bankruptcy Court for the: NORTHERN DISTRICT OF OKLAHOMA

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.
☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments**6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

Pre-Paid Business Insurance8.1. **Insurica Management Network****\$10,388.00****9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$10,388.00**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments**13. Does the debtor own any investments?**

- ☐ No. Go to Part 5.
☒ Yes Fill in the information below.

Debtor Nichols Brothers, Inc.
Name

Case number (If known) _____

			Valuation method used for current value	Current value of debtor's interest
14.	Mutual funds or publicly traded stocks not included in Part 1 Name of fund or stock:			
15.	Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture Name of entity:	% of ownership		
15.1.	NBI Services, Inc. [filing for Chapter 11 along with Debtor]	100 %	Market	Unknown
15.2.	NBI Properties, Inc. [filing for Chapter 11 along with Debtor]	100 %	Market	Unknown
15.3.	The Nichols Companies	100 %	Market	Unknown

16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**
Describe:17. **Total of Part 4.**

Add lines 14 through 16. Copy the total to line 83.

\$0.00

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Debtor **Nichols Brothers, Inc.**
Name

Case number (If known)

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☐ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor **Nichols Brothers, Inc.**
Name

Case number (If known)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$10,388.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	\$0.00	
91. Total. Add lines 80 through 90 for each column	\$10,388.00	\$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$10,388.00

Fill in this information to identify the case:Debtor name **Nichols Brothers, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF OKLAHOMA**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15**

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.☒ Yes. Fill in all of the information below.**Part 1: List Creditors Who Have Secured Claims**

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim	
2.1	Arena Limited SPV, LLC <small>Creditor's Name</small> 405 Lexington Ave New York, NY 10174 <small>Creditor's mailing address</small> <small>Creditor's email address, if known</small> Date debt was incurred Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien Oil & Gas Assets held by Co-Debtors Describe the lien Mortgage Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$8,996,308.53	Unknown

2.2	CrossFirst Bank <small>Creditor's Name</small> 7120 S. Lewis Tulsa, OK 74136 <small>Creditor's mailing address</small> <small>Creditor's email address, if known</small> Date debt was incurred 12/18/2014 Last 4 digits of account number 1907 Do multiple creditors have an interest in the same property?	Describe debtor's property that is subject to a lien Oil & Gas Assets held by Co-Debtors Describe the lien Mortgage Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply	\$11,995,078.01	Unknown
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Debtor **Nichols Brothers, Inc.**

Case number (if know)

Name

☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.☐ Contingent☐ Unliquidated☐ Disputed**2.3 Kirkpatrick Bank**

Creditor's Name

**222 NW 63rd Street
Oklahoma City, OK 73116**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred**Last 4 digits of account number****Do multiple creditors have an interest in the same property?**☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

Oil & Gas Assets held by Co-Debtors**\$5,997,539.03****Unknown**

Describe the lien

Mortgage

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☐ No☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☐ Unliquidated☐ Disputed**2.4 Valley National Bank**

Creditor's Name

**2020 E. 21st Street
Tulsa, OK 74114**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred**Last 4 digits of account number****Do multiple creditors have an interest in the same property?**☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

Oil & Gas Assets held by Co-Debtors**\$2,998,769.52****Unknown**

Describe the lien

Mortgage

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☐ No☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☐ Unliquidated☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$29,987,695.
09****Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Fill in this information to identify the case:Debtor name **Nichols Brothers, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF OKLAHOMA**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	Priority creditor's name and mailing address HARRY DANDELLES 2112 E. 60TH STREET TULSA, OK 74105 Date or dates debt was incurred 08/01/17 Last 4 digits of account number N100 Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Pension Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50,000.00 \$50,000.00

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim	
3.1	Nonpriority creditor's name and mailing address ABRAHAM TIM c/o R. BRENT BLACKSTOCK 401 S. Boston Ave Fifth Floor TULSA, OK 74103 Date(s) debt was incurred 04/12/18 Last 4 digits of account number R100	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Lawsuit Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$26,000.00
3.2	Nonpriority creditor's name and mailing address AFCO DEPT 0809 PO BOX 120809 DALLAS, TX 75312-0809 Date(s) debt was incurred 03/01/18 Last 4 digits of account number C100	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Insurance Financing Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$39,310.00

Debtor	Nichols Brothers, Inc.		Case number (if known)
	Name		
3.3	Nonpriority creditor's name and mailing address CROWE & DUNLEVY 321 S. BOSTON, SUITE 500 TULSA, OK 74103-3313 Date(s) debt was incurred <u>12/31/17</u> Last 4 digits of account number <u>O100</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50,610.00
3.4	Nonpriority creditor's name and mailing address DISPUTE RESOLUTION CONSULTANTS 1602 S MAIN TULSA, OK 74119 Date(s) debt was incurred <u>12/21/17</u> Last 4 digits of account number <u>S100</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Materials and Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,226.00
3.5	Nonpriority creditor's name and mailing address E.B. ARCHBALD & ASSOC. INC. 205 NW 63RD STREET OKLAHOMA CITY, OK 73116 Date(s) debt was incurred <u>01/04/17</u> Last 4 digits of account number <u>A100</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Materials and Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$31,110.00
3.6	Nonpriority creditor's name and mailing address FITZGERALD ALEXANDER 2141 NORLOCK LAND DALLAS, TX 75201 Date(s) debt was incurred <u>03/20/17</u> Last 4 digits of account number <u>T550</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Miscellaneous</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$18,318.00
3.7	Nonpriority creditor's name and mailing address FITZGERALD CLIFFORD & JUANITA 7400 AVERDEEN PARKWAY W TULSA, OK 74132 Date(s) debt was incurred <u>03/20/17</u> Last 4 digits of account number <u>T600</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Miscellaneous</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$62,080.00
3.8	Nonpriority creditor's name and mailing address FITZGERALD ED 29414 E. 160TH ST. S COWETA, OK 74429 Date(s) debt was incurred <u>03/20/17</u> Last 4 digits of account number <u>T500</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Miscellaneous</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$30,986.00
3.9	Nonpriority creditor's name and mailing address FITZGERALD, RACHEL 2141 NORLOCK LAND DALLAS, TX 75201 Date(s) debt was incurred <u>03/20/17</u> Last 4 digits of account number <u>T555</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Miscellaneous</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$18,318.00

Debtor **Nichols Brothers, Inc.**

Case number (if known)

Name

3.10 Nonpriority creditor's name and mailing address

**GABLE GOTWALS COUNSEL
1100ONEOK PLAZA, 100 WEST
TULSA, OK 74103-4217**Date(s) debt was incurred 02/06/17Last 4 digits of account number B100As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: Legal ServicesIs the claim subject to offset? ☒ No ☐ Yes**\$18,440.00**

3.11 Nonpriority creditor's name and mailing address

**HOGAN TAYLOR LLP
PO BOX 1481
LOWELL, AR 72745**Date(s) debt was incurred 10/31/16Last 4 digits of account number G100As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: Materials and ServicesIs the claim subject to offset? ☒ No ☐ Yes**\$56,520.00**

3.12 Nonpriority creditor's name and mailing address

**LATHROP & GAGE LLP
2345 GRAND BOULEVARD
KANSAS CITY, MI 64108-2618**Date(s) debt was incurred 06/05/16Last 4 digits of account number T500As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: Legal ServicesIs the claim subject to offset? ☒ No ☐ Yes**\$56,615.00**

3.13 Nonpriority creditor's name and mailing address

**LIKES MERRILL
PO BOX 2696
EDMOND, OK 73083**Date(s) debt was incurred 04/12/18Last 4 digits of account number K100As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: MiscellaneousIs the claim subject to offset? ☒ No ☐ Yes**\$10.00**

3.14 Nonpriority creditor's name and mailing address

**MARTIN ALAN
c/o Jason Glass
401 S. Boston Ave, Suite 2300
TULSA, OK 74103**Date(s) debt was incurred 04/12/18Last 4 digits of account number R650As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: MiscellaneousIs the claim subject to offset? ☒ No ☐ Yes**\$700,000.00**

3.15 Nonpriority creditor's name and mailing address

**MIDFIRST BANK, TRUSTEE OF TH
3847 S BOULEVARD SUITE 100
EDMOND, OK 73013**Date(s) debt was incurred 04/13/18Last 4 digits of account number D800As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: LawsuitIs the claim subject to offset? ☒ No ☐ Yes**\$35,000.00**

3.16 Nonpriority creditor's name and mailing address

**OKLAHOMA STATE UNIVERSITY
215 BUSINESS BUILDING
STILLWATER, OK 74078-4014**Date(s) debt was incurred 10/30/16Last 4 digits of account number L450As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: Materials and ServicesIs the claim subject to offset? ☒ No ☐ Yes**\$3,780.00**

Debtor Nichols Brothers, Inc.		Case number (if known) _____	
Name _____			

3.17	Nonpriority creditor's name and mailing address Orville B. Nichols 823 S. Detroit, Suite 300 Tulsa, OK 74120 Date(s) debt was incurred _____ Last 4 digits of account number <u>0200</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Shareholder Loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$65,243.39
<hr/>			
3.18	Nonpriority creditor's name and mailing address POPE TERESA 10931 S. 86TH AVE. TULSA, OK 74133 Date(s) debt was incurred <u>03/20/17</u> Last 4 digits of account number <u>P500</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Miscellaneous</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$30,986.00
<hr/>			
3.19	Nonpriority creditor's name and mailing address Richard J. Nichols 823 S. Detroit, Suite 300 Tulsa, OK 74120 Date(s) debt was incurred _____ Last 4 digits of account number <u>0300</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Shareholder Loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,335,855.97
<hr/>			
3.20	Nonpriority creditor's name and mailing address TULSA DATA CENTER LLC 2448 E. 81ST ST. SUITE 280 TULSA, OK 74137 Date(s) debt was incurred <u>08/01/17</u> Last 4 digits of account number <u>L455</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Materials and Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$8,778.00
<hr/>			
3.21	Nonpriority creditor's name and mailing address U.S. SPECIALTY INSURANCE BONDS 8350 N. CENTRAL EXPRESSWAY DALLAS, TX 75206 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Bonds/Legal Action</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
<hr/>			
3.22	Nonpriority creditor's name and mailing address VEREBELYI JOE c/o John Anderson 4444 East 66th Street, Suite 102 TULSA, OK 74136-4205 Date(s) debt was incurred <u>08/23/17</u> Last 4 digits of account number <u>R100</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Miscellaneous</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$243,800.00
<hr/>			
3.23	Nonpriority creditor's name and mailing address ZURICH NORTH AMERICA 8734 PAYSPIRE CIRCLE CHICAGO, IL 60674 Date(s) debt was incurred <u>12/30/17</u> Last 4 digits of account number <u>R100</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Insurance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$953.00

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

Debtor **Nichols Brothers, Inc.**

Case number (if known)

Name

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
--------------------------	---	---

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

		Total of claim amounts
5a. Total claims from Part 1	5a.	\$ 50,000.00
5b. Total claims from Part 2	5b. +	\$ 2,833,939.36
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$ 2,883,939.36

Fill in this information to identify the case:Debtor name Nichols Brothers, Inc.United States Bankruptcy Court for the: NORTHERN DISTRICT OF OKLAHOMA

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.**1. Does the debtor have any executory contracts or unexpired leases?**☒ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☐ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).*Property***2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

Fill in this information to identify the case:Debtor name **Nichols Brothers, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF OKLAHOMA**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:***2.1 Cano Petro of
New Mexico, Inc.****P.O. Box 4470
Tulsa, OK 74159****Arena Limited SPV,
LLC**☒ D **2.1**
☐ E/F _____
☐ G _____**2.2 Cano Petro of
New Mexico, Inc.****P.O. Box 4470
Tulsa, OK 74159****CrossFirst Bank**☒ D **2.2**
☐ E/F _____
☐ G _____**2.3 Cano Petro of
New Mexico, Inc.****P.O. Box 4470
Tulsa, OK 74159****Kirkpatrick Bank**☒ D **2.3**
☐ E/F _____
☐ G _____**2.4 Cano Petro of
New Mexico, Inc.****P.O. Box 4470
Tulsa, OK 74159****Valley National Bank**☒ D **2.4**
☐ E/F _____
☐ G _____**2.5 Cano Petro of
New Mexico, Inc.****P.O. Box 4470
Tulsa, OK 74159****U.S. SPECIALTY
INSURANCE BONDS**☐ D _____
☒ E/F **3.21**
☐ G _____

Debtor **Nichols Brothers, Inc.**

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.6	Ladder Companies, Inc.	P.O. Box 4470 Tulsa, OK 74159	Arena Limited SPV, LLC	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				
2.7	Ladder Companies, Inc.	P.O. Box 4470 Tulsa, OK 74159	CrossFirst Bank	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				
2.8	Ladder Companies, Inc.	P.O. Box 4470 Tulsa, OK 74159	Kirkpatrick Bank	<input checked="" type="checkbox"/> D <u>2.3</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				
2.9	Ladder Companies, Inc.	P.O. Box 4470 Tulsa, OK 74159	Valley National Bank	<input checked="" type="checkbox"/> D <u>2.4</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				
2.10	Ladder Companies, Inc.	P.O. Box 4470 Tulsa, OK 74159	U.S. SPECIALTY INSURANCE BONDS	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.21</u> <input type="checkbox"/> G _____
<hr/>				
2.11	NBI Properties, Inc.	P.O. Box 4470 Tulsa, OK 74159	Arena Limited SPV, LLC	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				
2.12	NBI Properties, Inc.	P.O. Box 4470 Tulsa, OK 74159	CrossFirst Bank	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				
2.13	NBI Properties, Inc.	P.O. Box 4470 Tulsa, OK 74159	Kirkpatrick Bank	<input checked="" type="checkbox"/> D <u>2.3</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
<hr/>				

Debtor **Nichols Brothers, Inc.**

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.14	NBI Properties, Inc.	P.O. Box 4470 Tulsa, OK 74159	Valley National Bank	<input checked="" type="checkbox"/> D <u>2.4</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.15	NBI Properties, Inc.	P.O. Box 4470 Tulsa, OK 74159	U.S. SPECIALTY INSURANCE BONDS	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.21</u> <input type="checkbox"/> G _____
2.16	NBI Services, Inc.	P.O. Box 4470 Tulsa, OK 74159	Arena Limited SPV, LLC	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.17	NBI Services, Inc.	P.O. Box 4470 Tulsa, OK 74159	CrossFirst Bank	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.18	NBI Services, Inc.	P.O. Box 4470 Tulsa, OK 74159	Kirkpatrick Bank	<input checked="" type="checkbox"/> D <u>2.3</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.19	NBI Services, Inc.	P.O. Box 4470 Tulsa, OK 74159	Valley National Bank	<input checked="" type="checkbox"/> D <u>2.4</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.20	NBI Services, Inc.	P.O. Box 4470 Tulsa, OK 74159	U.S. SPECIALTY INSURANCE BONDS	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.21</u> <input type="checkbox"/> G _____
2.21	Red Water Resources, Inc.	P.O. Box 4470 Tulsa, OK 74159	Arena Limited SPV, LLC	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____

Debtor **Nichols Brothers, Inc.**

Case number (if known) _____

Additional Page to List More Codebtors**Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

Column 1: Codebtor

Column 2: Creditor

2.22	Red Water Resources, Inc.	P.O. Box 4470 Tulsa, OK 74159	CrossFirst Bank	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.23	Red Water Resources, Inc.	P.O. Box 4470 Tulsa, OK 74159	Kirkpatrick Bank	<input checked="" type="checkbox"/> D <u>2.3</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
------	----------------------------------	--	-------------------------	--

2.24	Red Water Resources, Inc.	P.O. Box 4470 Tulsa, OK 74159	Valley National Bank	<input checked="" type="checkbox"/> D <u>2.4</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
------	----------------------------------	--	-----------------------------	--

2.25	WO Operating Company, LTD	P.O. Box 4470 Tulsa, OK 74159	Arena Limited SPV, LLC	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
------	----------------------------------	--	-------------------------------	--

2.26	WO Operating Company, LTD	P.O. Box 4470 Tulsa, OK 74159	CrossFirst Bank	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
------	----------------------------------	--	------------------------	--

2.27	WO Operating Company, LTD	P.O. Box 4470 Tulsa, OK 74159	Kirkpatrick Bank	<input checked="" type="checkbox"/> D <u>2.3</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
------	----------------------------------	--	-------------------------	--

2.28	WO Operating Company, LTD	P.O. Box 4470 Tulsa, OK 74159	Valley National Bank	<input checked="" type="checkbox"/> D <u>2.4</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
------	----------------------------------	--	-----------------------------	--

2.29	WO Operating Company, LTD	P.O. Box 4470 Tulsa, OK 74159	U.S. SPECIALTY INSURANCE BONDS	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.21</u> <input type="checkbox"/> G _____
------	----------------------------------	--	---------------------------------------	---

Fill in this information to identify the case:Debtor name Nichols Brothers, Inc.United States Bankruptcy Court for the: NORTHERN DISTRICT OF OKLAHOMA

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**From 1/01/2018 to **Filing Date****Sources of revenue**

Check all that apply

☐ Operating a business☒ Other Other**Gross revenue**

(before deductions and exclusions)

\$0.00**For prior year:**From 1/01/2017 to 12/31/2017☐ Operating a business☒ Other Other\$0.00**For year before that:**From 1/01/2016 to 12/31/2016☐ Operating a business☒ Other Other\$0.00**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**

(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer***Check all that apply*

Debtor **Nichols Brothers, Inc.**

Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. SEE ATTACHED EXHIBIT 2		\$0.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other ____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. SEE ATTACHED EXHIBIT 3		\$0.00	

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. SEE ATTACHED EXHIBIT 1			<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions**

Debtor **Nichols Brothers, Inc.**

Case number (if known)

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☐ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☐ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</p>		

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
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12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☐ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy From-To
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Part 8: Health Care Bankruptcies

Debtor **Nichols Brothers, Inc.**

Case number (if known)

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☐ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

Financial Institution name and Address

Last 4 digits of account number

Type of account or instrument

Date account was closed, sold, moved, or transferred

Last balance before closing or transfer

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address

Names of anyone with access to it
Address

Description of the contents

Do you still have it?

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address

Names of anyone with access to it

Description of the contents

Do you still have it?

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do

Debtor **Nichols Brothers, Inc.**

Case number (if known)

not list leased or rented property.

☒ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).*Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.*Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.**Report all notices, releases, and proceedings known, regardless of when they occurred.****22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.**

- ☒ No.
- ☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
- ☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
- ☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.	Dates business existed
25.1. NBI Services, Inc. 823 S. Detroit, Suite 300 Tulsa, OK 74120	NBI Services, Inc. is a wholly owned subsidiary of Debtor	EIN: 73-1218428	From-To 06/07/1984 - Current
25.2. NBI Properties, Inc. 823 S. Detroit, Suite 300 Tulsa, OK 74120	NBI Properties, Inc. is a wholly owned subsidiary of Debtor	EIN: 73-1516445	From-To 12/23/1996 - Current

Debtor **Nichols Brothers, Inc.**

Case number (if known)

Business name address**Describe the nature of the business****Employer Identification number**

Do not include Social Security number or ITIN.

25.3. **The Nichols Companies**
823 S. Detroit, Suite 300
Tulsa, OK 74120

The Nichols Companies is a
wholly owned subsidiary of Debtor

Dates business existed**EIN: 73-1006025****From-To 12/08/2006 - Current****26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None**Name and address****Date of service
From-To**

26a.1. **Phillip Burch**
P.O. Box 4470
Tulsa, OK 74159

**Previous 2 Years
[Minumum]**

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None**Name and address****If any books of account and records are
unavailable, explain why**

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None**Name and address**

26d.1. **CrossFirst Bank**
7120 S. Lewis
Tulsa, OK 74136

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the
inventory****Date of inventory****The dollar amount and basis (cost, market,
or other basis) of each inventory****28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.****Name****Address****Position and nature of any
interest****% of interest, if
any****Richard J. Nichols****P.O. Box 4470
Tulsa, OK 74159****Director; President****50%****Name****Address****Position and nature of any
interest****% of interest, if
any****Orville B. Nichols****P.O. Box 4470
Tulsa, OK 74159****Director; Secretary and Vice
President****50%**

Debtor **Nichols Brothers, Inc.**

Case number (if known) _____

Name	Address	Position and nature of any interest	% of interest, if any
Phillip Burch	P.O. Box 4470 Tulsa, OK 74159	Chief Financial Officer	
Name	Address	Position and nature of any interest	% of interest, if any
Mark Jackson	P.O. Box 4470 Tulsa, OK 74159	Chief Restructuring Officer	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. **Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☐ No
☒ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Nichols Brothers, Inc.	EIN: 73-1398995

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	--

Debtor Nichols Brothers, Inc.

Case number (if known) _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 1, 2018/s/ Richard Nichols

Signature of individual signing on behalf of the debtor

Richard Nichols

Printed name

Position or relationship to debtor President

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No☒ Yes

EXHIBIT 1 TO FORM 207/STATEMENT OF FINANCIAL AFFAIRS
Legal Actions/Administrative Proceedings/Court Actions/Etc.

Case Style (Defendant)	Court Venue	Case Number	Date Opened	Claim Exposure
Lorance v. Red Water Resources & Robert McKenzie	Bowie Co., TX	14C0255-102	Filed: 3/10/14 Served: 3/21/14	(1) Trespass, (2) Breach of Contract, (3) Negligence, (4) Nuisance >\$1,000,000
Martin v. Nichols Brothers	Tulsa Co., OK	CJ-2015-03838	Filed: 10/16/15 Served: 11/9/15	Breach of PSA/Promissory Note - \$700,000
Abraham v. Pacer, et al.	Creek Co., OK	CJ-2016-57	Filed: 2/22/16 Served: 2/29/16	\$16,461.77 for production \$6,397.75 for interest
Nicolai v. NBI Services	Blaine Co., OK	CJ-2016-36	Filed: 9/19/16 Served: 2/27/17	Nicolai Lease Cancellation
Core Resources v. NBI	Blaine Co., OK	CV-2017-24	Filed: 2/28/17 Served: 3/6/17	Nicolai Lease Cancellation
Likes v. Peak Methods	Tulsa Co., OK	CJ-2017-01416	Filed: 4/12/17 Served: 5/10/17	Breach of Contract \$180,000
Raydon Exploration v. NBI	Kingfisher Co., OK	CV-2018-23 old CV-2017-49	Filed: 2/21/18 Served 3/14/18	Lease Cancellation
HighPointe Energy v. NBI (2017-52)	Kingfisher Co., OK	CV-2017-52	Filed: 5/1/17 Served: 5/5/17	Lease Cancellation
HighPointe Energy v. NBI (2017-60)	Kingfisher Co., OK	CV-2017-60	Filed: 5/10/15 Served: 5/12/17	Lease Cancellation

EXHIBIT 1 TO FORM 207/STATEMENT OF FINANCIAL AFFAIRS
Legal Actions/Administrative Proceedings/Court Actions/Etc.

Case Style (Defendant)	Court Venue	Case Number	Date Opened	Claim Exposure
HighPointe Energy v. NBI (2017-74)	Kingfisher Co., OK	CV-2017-74	Filed 6/13/17 Served 6/6/19/17	Lease Cancellation
Black Acre Minerals v. NBI Services, Inc.	Kingfisher Co. OK	CV-2017-68	Filed 6/2/17 Served 6/7/17	Lease Cancellation
Continental Resources v NBI Services	●klahoma Co, OK	CJ- 2017-6367	Filed 11/7/17; Served 11/10/17	Breach of Agreement
Traynor Oil & Gas Inc. v Dalco Petroleum	Kingfisher County	CV-2017-78	Filed 11-13-17; Served 11-21-17	Lease Cancellation
US Specialty Insurance Company v Cano Petroleum, Inc., Square One Energy, Inc., WO Operating Company, Ltd, Ladder Companies, Inc., NBI Services, Inc., NBI Properties, Inc. Nichols Brothers, Inc., Cano Petroleum of New Mexico, Inc.	Harris County Texas	2017- 65145/Court 127	Filed 10/2/2017	Bond assurance
State of New Mexico OCD v Cano Petro of New Mexico	New Mexico - State Energy Minerals and natural Resources Department	OCD case No 16040	served 2-28-18	Compliance
Crossfirst Bank v NBI Properties, et al	US District Court for Northern District of Ok	18 CV 147TCK-JFJ	Filed 3-16-18	Loan Foreclosure
All Lit Up Electric, LLC v. NBI Services	Osage Co. Ok	CJ-2018-00048	Filed 3/21/2018 Served 3/23/18	Debt Collection
All Lit Up Electric, LLC v. Ladder Companies	Osage Co. ●k	CJ-2018-00049	Filed 3/21/2018 Served 3/23/18	Debt Collection

EXHIBIT 1 TO FORM 207/STATEMENT OF FINANCIAL AFFAIRS
Legal Actions/Administrative Proceedings/Court Actions/Etc.

Case Style (Defendant)	Court Venue	Case Number	Date Opened	Claim Exposure
E.B. Archbald & Associates vs. NOCO Investment aka The Nichols Companies	Tulsa Co., OK	CJ-18-1316	Filed 3-26-18 Served 4-5-18	Debt Collection
MidFirst Bank, Ttee Lewis Jackson Trust & Kirkpatrick Foundation v. Pacer Energy Marketing	Creek Co., OK	CJ-2016-181	Filed: 6/24/16 Served: 6/30/16	OK PRSA Violation Jackson claim: \$34,935.33 Kirkpatrick claim: \$7,655.81
William Arrington v WO Operating	Carson Co TX	11993	Filed 10-6-2017	Trespass
Freeman Mills PC v NBI Services, Inc. and Nichols Companies, Inc.	Bowie County TX	17C1463-102	Filed 11/27/17 served 2-1-18 Filed answer 3-5-18	Debt Collection
OCC v NBI (Ladder)	Tulsa, OK		Notice: 4/29/16	Plug or produce
OCC v. NBI Services	Tulsa Div., OK		Filed: 4/21/16 Served: 4/25/16	Plugging costs plus shut-in of B&N Bartlesville Sand Unit
Mitchell & DeClerck v. NBI	Garfield Co., OK	SC-2017-242	Filed: 3/1/17 Served: 3/14/17	Indebtedness \$7,089
Verebelyi v. Nichols & Peak	Johnson Co., KS removed to US DC of KS	2:15-CV-09456	Filed: 9/28/15 Served: 10/6/15	Breach of Contract \$175,169.02 for unpaid wages \$175,169.02 statutory penalty

Exhibit 2 to Form 207 - Statement of Financial Affairs
Payments Made to Creditors Within Last 90 Days

Nichols Brothers, Inc.

Creditor's Name	Creditor's Address	Dates	Total Payments	Reasons for Payment or Transfer
ADVANCES DATA SYSTEMS INC.	6817 E. 118TH ST BIXBY, OK 74008	3/02/18 - 5/24/18	\$ 15,925.00	materials and services
CAPITAL ONE BANK (USA) N.A.	P.O. BOX 60599 CITY OF INDUSTRY, CA 91716	3/07/18 - 5/24/18	\$ 11,228.22	credit card
CATHEDRAL DISTRICT OFFICE PORTFOLIO LLC	1401 S. BOULDER AVE. TULSA, OK 74119	3/27/18 - 5/22/18	\$ 96,912.00	rent
CITIBUSINESS CARD	P.O. BOX 78045 PHEONIX, AZ 85062	3/02/18 - 5/22/18	\$ 51,616.84	credit card
INSURICA	406 S. BOULDER AVE., TULSA OK 74103	3/1/18 - 5/31/18	\$ 38,822.14	insurance
IPFS CORPORATION	P.O.BOX 412086 KANSAS CITY, MO 64141	3/15/18 - 5/18/18	\$ 14,658.03	insurance
ROONEY INSURANCE AGENCY INC.	4700 S. GARNETT ROAD SUITE 200 TULSA, OK 74746	3/21/18 - 5/24/18	\$ 24,551.00	insurance
TOTAL			\$ 253,713.23	

NICHOLS'S BROTHERS**EXHIBIT 3 to Statement of Financial Affairs - Payments to Insiders within Last 1 Year**

Insider's Name	Address	Relationship to Debtor	Dates	Total Payments	Reasons for Payment or Transfer
BURCH, PHIL	P.O.BOX 4470 TULSA, OK 47159	officer	6/13/17 - 8/17/17	\$ 6,776.26	expenses
NICHOLS, ORVILLE	P.O.BOX 4470 TULSA, OK 47159	owner	3/13/18 - 5/22/18	\$ 22,470.83	repay loan
NICHOLS, RICHARD	P.O.BOX 4470 TULSA, OK 47159	owner	9/21/17 - 5/22/18	\$ 35,518.41	repay loan
TOTAL				\$ 64,765.50	

B2030 (Form 2030) (12/15)

United States Bankruptcy Court
Northern District of Oklahoma

In re Nichols Brothers, Inc.

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>0.00</u>
Prior to the filing of this statement I have received	\$	<u>0.00</u>
Balance Due	\$	_____

2. The source of the compensation paid to me was:

☐ Debtor ☒ Other (specify): **All attorneys fees and costs have been paid by NBI Services, Inc., an entity related to the Debtor that is also filing for Chapter 11 Bankruptcy contemporaneously with this Petition. For all 7 related entities a total of \$148,771.00 has been paid. The firm holds a retainer of \$75,000.00 in its Trust Account.**

3. The source of compensation to be paid to me is:

☐ Debtor ☒ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- All matters related to Chapter 11 Bankruptcy, including but not limited to reorganization and/or liquidation.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

June 1, 2018

Date

/s/ Gary M. McDonald

Gary M. McDonald 5960

Signature of Attorney

McDonald | McCann | Metcalf

15 E. Fifth Street, Suite 1400

Tulsa, OK 74103

918.430.3700

gmcDonald@mmmsk.com

Name of law firm

**United States Bankruptcy Court
Northern District of Oklahoma**

In re **Nichols Brothers, Inc.**

Debtor(s)

Case No.
Chapter**11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Orville Nichols 823 S. Detroit, Suite 300 Tulsa, OK 74120			50% Ownership Interest
Richard Nichols 823 S. Detroit, Suite 300 Tulsa, OK 74120			50% Ownership Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **June 1, 2018**Signature **/s/ Richard Nichols
Richard Nichols**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

Revised 02/2012

**United States Bankruptcy Court
Northern District of Oklahoma**

In re Nichols Brothers, Inc.

Debtor(s)

Case No.

Chapter

11

VERIFICATION AS TO OFFICIAL CREDITOR LIST

☒ Original
☐ Amendment
☐ Add ☐ Delete

I hereby certify under penalty of perjury that the master mailing list of creditors submitted either on the Creditor List Submission application, or uploaded to the Electronic Case Filing System is a true, correct and complete listing to the best of my knowledge.

I further acknowledge that (1) the accuracy and completeness in preparing the creditor listing are the shared responsibility of the debtor and the debtor's attorney, (2) the court will rely on the creditor listing for all mailings, and (3) that the various schedules and statements required by the Bankruptcy Rules are not used for mailing purposes.

If this filing is an amendment to the creditor list, indicate only the number of creditors being added or to be deleted at this time. (For verification purposes, attach a list of the creditors being submitted, uploaded, or to be deleted.)

93 # of Creditors (or if amended, # of creditors added)

Method of submission:

- a) X uploaded to Electronic Case Filing System; or
 b) _____ Creditor List Submission application (to be used by Pro Se filers, found on the Court's website at www.oknb.uscourts.gov, or available in the Clerk's Office)

_____ # of Creditors (on attached list) to be deleted

/s/ Richard Nichols

Debtor Signature

Address:(if not represented by an attorney)

Phone:(if not represented by an attorney)

Joint Debtor Signature

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**United States Bankruptcy Court
Northern District of Oklahoma**

In re **Nichols Brothers, Inc.**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Nichols Brothers, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

June 1, 2018

Date

/s/ Gary M. McDonald**Gary M. McDonald 5960**Signature of Attorney or Litigant
Counsel for **Nichols Brothers, Inc.****McDonald | McCann | Metcalf****15 E. Fifth Street, Suite 1400****Tulsa, OK 74103****918.430.3700****gmcdonald@mmmsk.com**